

**BOULT
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& BERRY** PLC

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July 19, 1999

REC'D TN
REGULATORY AUTH.

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EXECUTIVE SECRETARY

David Waddell
Executive Director
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: Application of Aeneas Communications, LLC
Docket No. 99-00415

Dear Mr. Waddell:

Pursuant to my discussions with TRA staff and the information contained in the recently-released "CLEC application pack," Aeneas Communications, LLC ("Aeneas") hereby provides an original and thirteen (13) copies of the following information to supplement its application, which was filed on June 10, 1999 ("Application"). This submission incorporates the information filed earlier with the TRA. Because certain portions of this submission contain confidential and proprietary information of Aeneas and Aeneas Internet Services, LLC, those portions are being filed separately under seal pursuant to TRA Rule 1220-1-1-.03(8). Aeneas requests that the information filed under seal not be disclosed to the public or to any of its competitors.

I. Managerial Requirements.

Applicants should provide data regarding the key managerial staff to include:

- a. Degrees held-such as B.S. or Masters in accounting, engineering, management, etc.
- b. Any professional licenses-such as Attorney, CPA, PE-Professional engineer, etc.
- c. Experience in management, telecom industry experience, etc.

Response: See Application at p.4 and Exhibit 3. In addition, Mr. Harlan is a licensed Tennessee insurance agent.

II. Technical Requirements.

- a. Applicants should provide data regarding the key technical staff as in I, a, b, & c above.

Response: See Application at pp.4-5 and Exhibit 3.

- b. Applicant should provide information concerning the network it proposes to provision in Tennessee such as:

- (1) Geographic area proposed-i.e. Nashville, Memphis, Knoxville, entire state, etc.

Response: Statewide.

- (2) Location of switches-i.e. cities.

Response: See Application at pp.4-6. Aeneas currently plans to locate a switch in Jackson and to add switches in Nashville, Knoxville, Columbia, and Chattanooga in its second and third years of operations, if funding permits.

- (3) How its network will be deployed.

Response: See Application at p. 5. Aeneas will install a Tandem Class 4 Switch and interconnect to the ILEC via leased fiber. Aeneas will reach the customer using a mix of resale and leased ILEC facilities and copper loops. Aeneas will use wireless and alternative infrastructure to reach customers where applicable.

- (4) Type of equipment proposed-i.e. DMS-100 or 5ESS, etc. Fiber rings, etc.

Response: See Application at p. 5 and response to question II(6)(3) above. Aeneas will use Excel switches, specifically the company's Tandem Class 4 Switches.

- c. Address whether a telecom engineering firm is on retainer, if no electrical engineers are on staff.

Response: Not applicable.

- d. Address whether Tennessee customers will be required to purchase CPE which could not be used with ILEC systems, should the customer decide to go back to the ILEC, for whatever reason.

Response: Aeneas will provide or recommend only CPE that meets industry standards and is fully interoperable. Aeneas views using industry standard, interoperable CPE as an asset because of customer savings, ease of staff training, and high customer confidence levels.

III. Financial Requirements.

- a. Address cost of proposed network, switches, or unbundled network elements (UNEs), etc.

Response: See attached Exhibit 6 filed in response to question III(c) below.

- b. Applicant should file the most current audited financial statements including an income statement, balance sheet, and statement of cash flows for the most recent fiscal or calendar year.

Response: See attached corrected Exhibit 2, which contains the financial statements for Aeneas Internet Services, LLC as of June 30, 1999. The Exhibit 2 attached hereto replaces the Exhibit 2 attached to the Application.

- c. Applicant should provide projected financial statements, including income statement, balance sheet, and cash flow statements for the next three (3) years.

Response: Projected financial statements, including assumptions, are attached as Exhibit 6. Aeneas is filing Exhibit 6 under seal as confidential information pursuant to TRA Rule 1220-1-1.03(8).

- d. Applicant should provide details of the funding for its proposed network, equipment purchases, or payment for UNEs such as:
 - (1) Internally generated funds (cash, marketable securities).
 - (2) Letters of credit.
 - (3) Loan commitments.
 - (4) Vendor credit.

Response: See Application at pp. 3-4 and corrected Exhibit 2. In addition, Aeneas anticipates obtaining a bank loan or line of credit to help fund equipment purchases. Aeneas will update the TRA if, and when, it obtains such additional financing.

- e. Applicant should file a three (3) year capital budget outlining what specific equipment will be deployed, where it will be deployed, and its cost. This should be for Tennessee operations, as well as for the parent company (or whoever is responsible for financing the Tennessee operation). Also, provide the sources of capital.

Response: See Exhibit 6; see also attached Exhibit 7. Aeneas is filing Exhibit 7 under seal as confidential information pursuant to TRA Rule 1220-1-1.03(8).

- f. Indicate whether the financial statements reflect any amounts related to reciprocal compensation for terminating ISP traffic. If so, quantify.

Response: Aeneas's projected financial statements do not reflect any amounts related to reciprocal compensation for terminating ISP traffic. Aeneas reserves the right to bill the incumbent local exchange carrier for such call traffic if the interconnection agreement with the incumbent local exchange carrier supports such billing.

IV. Small and Minority-Owned Telecommunications Business Participation Plan.

- a. T.C.A. §65-5-212 provides that the applicant shall file such plan with the Authority with their application for a certificate. Such plan shall contain such entity's plan for purchasing goods and services from Small and Minority telecommunications business and information on programs, if any, to provide technical assistance to such businesses.
- b. The typical Plan contains a policy statement, definitions from the statute, how the applicant will or has implemented the Plan, and what measures it will employ to contact such businesses to advise them of opportunities to bid on services or goods needed by the applicant, and any programs it has to provide technical assistance.
- c. The Plan should also set forth how it will be administered, the administrator's name, title, address and duties.

Response: See Application at p. 6 and Exhibit 4.

V. TRA Rules for Local Telecommunications Providers.

- a. All applicants for certificates to provide local telecommunications services shall abide by all statutes and rules applicable to them including the attached list for rule 1220-4-8-.04.

The company's application should address each subpart of this rule.

Response: Aeneas will directly or through arrangements with other carriers provide those services required by TRA Rule 1220-4-8-.04(3)(b).

- b. Applicant should provide a statement that notice of its application has been served on incumbent local exchange telephone companies and other interested parties (e.g. other competing local exchange carriers and telephone cooperatives). The TRA needs a written certificate of service from the applicant.

Response: See Certificate of Service attached to Application and attached Exhibit 8.

VI. Toll Dialing Parity Plan for Applicants Providing Voice Grade Service.

If the applicant does not intend to provide voice grade service, this does not apply. However, if the applicant chooses at some point in the future to provide voice grade service, they must file an appropriate toll dialing parity plan for TRA consideration at least 60 days prior to offering voice grade service. If applicant offers Voice Grade Service, then a Toll Dialing Parity plan shall be filed with the application.

Response: Aeneas will file a toll dialing parity plan sixty (60) days before commencing voice-grade local exchange service.

VII. Miscellaneous.

- a. Notarized pre-filed testimony is needed for CLEC applications. The testimony should affirm that all information submitted is true and correct.

Response: See attached Exhibit 9.

- b. State the procedures the applicant has taken to insure Y2K compliance, or the status of the applicant's Y2K plan.

Response: See Application at p. 6 and Exhibit 5.

- c. Applicant should file their tariff subsequent to the application's approval (tariffs filed with the application are informational only, not official filings).
- d. Applicant shall file the status of applications in all other states.

Response: See Application at p. 7.

- e. Has the applicant been involved in any pertinent mergers, acquisitions, etc.? Provide a chart showing the applicant's corporate structure.

Response: No.

- f. The Wireline Activity Report should be submitted to the TRA on a monthly basis for applicants providing voice grade service.
- g. Does the applicant require customer deposits? If so, what is the amount required? Is the applicant bonded for the amount of the deposits?

Response: Yes. Aeneas will require deposits for customers without existing service or for those with negative credit history. The deposit amount will be equal to three months' customer service charges for both residential and business customers. Deposit amounts will be reflected in Aeneas's tariff, which will be filed with the TRA after certification.

- h. Will Tennessee customers be required to incur any non-recurring charges to initiate service with the applicant? If so, list these changes.

Response: Yes. Aeneas may impose service order charges, new line connection charges, service establishment charges for special assembly services, and installation charges for certain services. All non-recurring charge amounts will be reflected in Aeneas's tariff, which will be filed with the TRA after certification.

- i. Provide the name, address, and telephone number of a responsible regulatory officer for the TRA to contact regarding the applicant's Tennessee operations and filing requirements subsequent to their application's approval.

Supplemental Information for Application
of Aeneas Communications, LLC
Docket No. 99-00415
Page 7

Response:

Jonathan V. Harlan
Chief Managing Officer
Aeneas Communications, LLC
301 South Church Street
Jackson, Tennessee 38301
Tel: (901) 425-9200
Fax: (901) 423-4440

If you have any questions concerning this information or information in the Application,
please call me.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

Michael Bressman

By:

Michael B. Bressman

Attachments

cc: David Hood

Exhibit 2

This Exhibit contains confidential and proprietary information and is being filed separately under seal pursuant to TRA Rule 1220-1-1-.03(8).

Exhibit 6

**This Exhibit contains confidential and
proprietary information and is being filed separately
under seal pursuant to TRA Rule 1220-1-1-.03(8).**

Exhibit 7

**This Exhibit contains confidential and
proprietary information and is being filed separately
under seal pursuant to TRA Rule 1220-1-1-.03(8).**

NOTICE OF FILING

RE: Application of Aeneas Communications, LLC for a
Certificate of Public Convenience and Necessity as a
Competing Telecommunications Service Provider,
Docket No. 99-00415

**BOULT
CUMMINGS
CONNERS
& BERRY**_{PLC}

Aeneas Communications, LLC has filed an Application with the Tennessee Regulatory Authority for a Certificate of Public Convenience and Necessity as a Competing Telecommunications Service Provider. I hereby certify that copy of this notice has been served on the following persons via U.S. mail this 20th day of July, 1999.

Ardmore Telephone Company, Inc.
Terry Wales, General Manager
P.O. Box 549
517 Ardmore Avenue
Ardmore, TN 38449

Century Telephone of Adamsville
David Dickey, Division Manager
P.O. Box 405
116 N. Oak Street
Adamsville, TN 38310

Century Telephone of Claiborne
Don Ray Fannon, Division Manager
P.O. Box 100
57 Main Street
New Tazewell, TN 37825

Century Telephone of Ooltewah-Collegedale, Inc.
Terry Crutchfield, Division Manager
P.O. Box 782
5616 Main Street
Ooltewah, TN 37363

Citizens Telephone Company of Tennessee
Citizens Telecommunications Company of the Volunteer State
Mike Swatts, State Regulatory Director, South
P.O. Box 770
300 Bland Street
Bluefield, WV 24701

TDS Telecom-Tellico Telephone Company, Inc.
P.O. Box 9
102 Spence Street
Tellico Plains, TN 37385-0009

Loretto Telephone Company, Inc.
Louise Brown, President
P.O. Box 130
Loretto, TN 38469

Millington Telephone Company, Inc.
W. S. Howard, President
4880 Navy Road
Millington, TN 38053

Sprint-United
Steve Parrott
Director-Regulatory Affairs
112 Sixth Street
Bristol, TN 37620

TDS Telecom-Concord Telephone Exchange, Inc.
Jerry R. Parkerson, Manager
P.O. Box 22610
701 Concord Road
Knoxville, TN 37933-0610

TDS Telecom-Humphreys County Telephone Company
Bernard R. Arnold, Manager
P.O. Box 552
203 Long Street
New Johnsonville, TN 37134-0552

TDS Telecom-Tennessee Telephone Company
P.O. Box 18139
Knoxville, TN 37928-2139

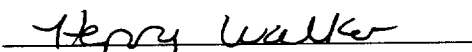
TEC-Crockett Telephone Company, Inc.

P.O. Box 7
Friendship, TN 38034

TEC-People's Telephone Company, Inc.
P.O. Box 310
Erin, TN 37061

TEC-West Tennessee Telephone Company, Inc.
P.O. Box 10
244 E. Main Street
Bradford, TN 38316

United Telephone Company
P.O. Box 38
120 Taylor Street
Chapel Hill, TN 37034


Henry Walker

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

Application of Aeneas Communications, LLC for a)
Certificate of Public Convenience and Necessity) TRA Docket No. 99-00415
as a Competing Telecommunications Service Provider)

PRE-FILED TESTIMONY OF JONATHAN V. HARLAN

I, Jonathan V. Harlan, do hereby testify as follows in support of the application of Aeneas Communications, LLC. ("Aeneas") for a certificate of public convenience and necessity as a competing telecommunications service provider to provide telecommunications services throughout the State of Tennessee:

Q: Please state your full name, business address, and title.

A: My name is Jonathan V. Harlan and my business address is 301 South Church Street, Jackson, Tennessee 38031. I am Aeneas's Chief Managing Officer.

Q: Are all statements in Aeneas's application for a certificate of public convenience and necessity and the supplemental materials filed before the Tennessee Regulatory Authority true and correct to the best of your knowledge, information and belief?

A: Yes.

Q: Please describe the current corporate structure of Aeneas.

A: Aeneas is a limited liability company organized under the laws of the State of Tennessee.

Q: Does Aeneas possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?

A: Yes.

Q: Please describe Aeneas's financial qualifications.

A: Aeneas is financially qualified to provide facilities-based and resold telecommunications services in Tennessee. Aeneas is a newly-formed, privately-held company. Aeneas has available to it through Aeneas Internet Services, LLC ("Aeneas Internet"), an Internet service provider founded and owned by Aeneas's principals, significant cash reserves that will provide adequate funding to build Aeneas's business with security and on a sound financial basis. Aeneas Internet was founded in 1995 and maintains a positive monthly cash flow. Aeneas Internet has grown in a controlled manner, with monthly revenues covering monthly expenses. Last year, the Jackson Chamber of Commerce awarded Aeneas Internet its Emerging Business Pinnacle Award for a company less than five years old that had distinguished itself in growth, customer excellence, employee satisfaction, and community involvement. It is this successful background and business growth philosophy that will support Aeneas's growth.

Aeneas also has access to lines of credit from commercial lending institutions. In addition, like Aeneas Internet, Aeneas intends to expand its business only as cash flow permits. Aeneas has previously provided the TRA with a copy of Aeneas Internet's financials for the six-month period ending June 30, 1999 and Aeneas's projected financials.

Q: Please describe Aeneas's technical qualifications.

A: Aeneas possesses the technical qualifications to provide data and voice telecommunications services in Tennessee. Mr. Donald Lewis, Aeneas's Chief Technical Officer, has nearly thirty years of technical, engineering, design, and maintenance experience in the telecommunications industry. He has worked with and helped deployed both voice and data switching networks. Moreover, Mr. Thomas Brewer, Aeneas's Vice President of Operations, has numerous years of experience with BellSouth in technical and maintenance capacities.

Aeneas's principals and employees also have gained telecommunications experience as agents for BellSouth Telecommunications. Specifically, Aeneas Internet has been provisioning and managing a full range of telephony service for BellSouth since 1997. Aeneas Internet ranked as one of the top twenty sales agents for BellSouth in Tennessee in 1998. Management and the staff of Aeneas Internet, a number of whom who will be joining Aeneas or supporting Aeneas's operations, have received training from BellSouth in Access Circuit Provisioning, ISDN, Connectionless Data Service, Frame Relay Services, and Interconnection Access Services. This training occurred under the auspices of BellSouth's CLEC Customer Agent Certification Program. Aeneas also intends to hire additional technical and telecommunications operations staff as needed.

Aeneas's network will use state-of-the-art equipment to deploy its data and voice services. Aeneas will install an Excel Tandem Class 4 Switch, initially in Jackson, Tennessee, and interconnect to the ILEC via leased fiber. Aeneas will reach the customer using a mix of resale and leased ILEC facilities and copper loops. Aeneas will use wireless and alternative infrastructure to reach customers where applicable.

Q: Please describe Aeneas's managerial qualifications.

A: Aeneas possesses the managerial qualifications to provide telecommunications services in Tennessee. Aeneas's senior management team has extensive management experience in the telecommunications and Internet industries.

Jonathan Harlan is a principal of Aeneas Communications, LLC and serves as its Chief Managing Officer. Mr. Harlan has four years of experience in the field of telecommunications with a focus on sales and marketing, business administration, facilities management and customer support, and with a special emphasis on data networks.

In 1995, Mr. Harlan founded Aeneas Internet Services, LLC, an Internet service provider based in Jackson, Tennessee. Since its founding, he has served as its Chief Managing Officer. Under Mr. Harlan's management, Aeneas Internet Services has become a regional company serving two-thirds of the State of Tennessee. Aeneas Internet Services was the first ISP to serve rural communities throughout Western Tennessee. Aeneas Internet Services continues to serve rural communities throughout Tennessee and has fostered economic development through its efforts as well as contributed extensively to non-profits, religious, educational, and governmental organizations by offering grants and subsidized Internet services. In addition to its headquarters in Jackson, Aeneas Internet Services has supporting field offices in Paris, McKenzie, Camden, Martin, and Nashville. Aeneas was awarded the 1998 Jackson Area Chamber of Commerce Pinnacle Award, which is given to regional West Tennessee businesses that are locally owned, have been in business for less than five years, and have set themselves apart and positioned themselves as community and industry leaders.

Mr. Harlan has served as an Authorized Agent of BellSouth Telecommunications since 1997 provisioning and managing the full range of telephony services for customers. Mr. Harlan has received training from BellSouth in Access Circuit Provisioning, ISDN, Connectionless Data Service, Frame Relay Services and Interconnection Access Services taken under the auspices of Bell South's CLEC Customer Agent Certification Program.

Mr. Harlan holds a B.A. from the University of Tennessee and an M.A. from Miami of Ohio. He was named Jackson Jaycees Outstanding Young Man of the Year 1996. He currently is serving his second term as a Madison County Commissioner.

Donald Lewis is a principal of Aeneas Communications LLC and serves as its Chief Technical Officer. Mr. Lewis began his career as a telecommunications technician in 1965 with the

U.S. Air Force. While in the Air Force, Mr. Lewis attended technical schools in Teletype Maintenance and Stromberg-Carlson XY Central Office Switching systems and studied electronics and electro-mechanical theory. Mr. Lewis was a non-commissioned officer and a Central Office technician, maintaining both Stroger and XY Central Office Systems as well as crypto systems. He held a secret clearance while in the Air Force.

After receiving an honorable discharge in 1968, Mr. Lewis began work with the Florida Telephone Company in Ocala, Florida, where he was hired as the lead technician in a 30,000 line XY Central Office. He soon assumed the duties of Toll Switching supervisor as well as Central Office maintenance chief. Because of his broad background in Stromberg-Carlson systems, Mr. Lewis was recruited by Stromberg-Carlson Corporation in Rochester, New York, where he spent eight years in various duties ranging from installation, maintenance, field service engineer, test engineer and design engineer for the Stromberg-Carlson Telephone Switching Division. Mr. Lewis worked with Central Offices, PBX, Transmission Carrier Systems, and Automated Toll Accounting Systems. He also worked on the first project in the design and implementation of a Stromberg-Carlson Digital Central Office.

In 1977, Mr. Lewis left Stromberg-Carlson to join Anaconda Telecommunications in California. There, he served as product manager of the Anaconda Toll Processing System, the first stand-alone computer controlled switching system and integrated call accounting and billing system to be deployed to independent telephone companies. Through two years of product improvement and expansive use of digital computers, Mr. Lewis replaced switching matrices with digital packet switching technology, leading the field in applying digital technology to voice switching. In 1979, Anaconda Telecommunications was purchased by a joint venture of Atlantic Richfield (ARCO) and L.M. Ericsson, and Mr. Lewis was promoted to the ARCO corporate telecommunications

department, where he automated switching and billing for both accounts payable and user billing for ARCO's 225 PBX's and 7 tandem switches, as well as a nation-wide microwave network.

From 1977 through 1985, Mr. Lewis remained with ARCO Corporate Telecommunications in various rolls before leaving to become a founding partner and President of the firm Cronan-Lewis, Inc. (CLI), a California corporation specializing in managing corporate networks. With CLI, he developed voice and data switching specifications, negotiated purchases of integrated voice and data systems, and supervised installation and turn-up of comprehensive voice and data solutions. Mr. Lewis also created Integrated Services Digital Network (ISDN) and Local Area Networking (LAN) seminars for major users and user groups and presented guest lectures to college and university classes, as well as national telecommunications and technology seminars and conferences.

Mr. Lewis left CLI Services Group in 1987 to join Digital Transmissions, Inc. of Lisle, Illinois, where he began as Director of Technical Marketing. After only a few months at DTI, he became Vice President of Marketing with responsibilities for total product development. Mr. Lewis successfully completed an ISDN Fiber-Optic based switching system definition, implemented multi-node PBX and Automatic Call Distribution projects, and helped engineer data projects using fiber optics, ISDN, DACS, and T1 Multiplexers. He also headed a team planning a Metropolitan Area Network for high-speed on-demand bandwidth. At DTI, Mr. Lewis managed a staff of supervisors, technicians and analysts while applying in-depth technical knowledge of voice/data systems and data centers. In addition, he developed material for use by technicians, staff and system users in performing their jobs.

In 1989, Mr. Lewis joined Tennessee State University as the Director of Information Technology with responsibility for leading five divisions, Data Networks, Voice Telecommunications, Administrative Computing, Academic Computing and Management

Information Systems. While with TSU, Mr. Lewis designed a total campus network replacement system for the delivery of voice, data and video services, which used digital switches to connect via fiber optics networking forty buildings on multiple campuses.

Mr. Lewis joined Jackson State Community College (JSCC) in November 1990 as the Director of Information Systems with responsibility for Voice, Data and Computing Services. He also teaches in the Computer Information Systems division of JSCC. In addition, Mr. Lewis has led JSCC through a campus datafication project and has successfully completed projects where more than 1,000 workstation computers were connected together via Internet connectivity to central computing resources.

In 1995, Mr. Lewis became a founding partner in Aeneas Internet Services LLC. Mr. Lewis holds a B.S. and a J.D. degree from Western State University, Fullerton, California.

Tom Brewer serves as Vice President of Operations for Aeneas Communications, LLC. Since 1997, Mr. Brewer has been the owner of West Tennessee Telecommunications Plus, a communications consulting firm. His firm performs bill evaluations, consults on voice and data services, provides problem solving for all types of communications issues, implements services, and provides training.

From 1992 through 1997, Mr. Brewer was a service consultant for BellSouth Business Systems (Marketing). In this role, he was responsible for gathering data at customer locations on existing and needed uses and types of communications equipment and services for both voice and data services. After gathering the data, he worked with the account team to develop ways to incorporate most effectively new services and equipment into a customer's facility and guided orders for such services through BellSouth's internal processes to ensure provisioning and delivery by the due dates. Mr. Brewer also trained customer employees in the use of new equipment and/or services

as necessary, verified billing changes after new installations, and handled completion of additions or modifications to existing equipment or services. In this role, he ordered and implemented all types of voice and data services, including analog and digital, ISDN BRI, PRI, frame relay, CDS and hardware equipment to handle these services. As a service consultant, Mr. Brewer supported six account teams, one in Jackson and five in Memphis with a customer base of over three hundred accounts.

From 1986 through 1992, Mr. Brewer served as a BellSouth Network Digital Central Office Electronic Technician. He worked on a team that handled the cutover of the fifty-seven central offices in West Tennessee from analog to digital switches and equipment, including equipment for alarm units and surveillance equipment and digital and fiber optic interoffice carrier systems. After completion of this project, Mr. Brewer was one of approximately twenty-five technicians in the district to maintain daily duties on equipment and services of the offices. The daily duties included maintenance and repair of all equipment, including battery strings, generators, power equipment, and digital switches, computers and fiber optic equipment. Other duties included running cross connection of wiring to complete installation orders and to trouble shoot all types of services and equipment. During the last two years in this position, Mr. Brewer was chairperson of the Quality Work Life team for network services in the district. This team developed several new procedures to streamline work, save costs and improve service. One new procedure saved \$70,000 in the first year and cut response time for replacement of equipment from seven to ten days down to two days. This prototype procedure was then used as a model for similar procedures in the BellSouth nine-state region.

From 1980 through 1986, Mr. Brewer worked in the South Central Bell pay telephone department. He was a member of a fourteen member crew responsible for installation, repair and

collection of pay phones in the Memphis serving area. For one and a half years, he relieved the acting supervisor for the installation and maintenance of enclosures for pay phones in that area. Those responsibilities included ordering of new enclosures and equipment, installation of that equipment by contract workers and inspection of those installations or repairs. Mr. Brewer established new procedures to handle these activities. From 1973 through 1980, Mr. Brewer worked on South Central Bell network installation and maintenance crews in Memphis.

Q: What services will Aeneas offer?

A: Aeneas seeks authority to provide interexchange, exchange access and local exchange data and voice telecommunications services throughout the State of Tennessee on both a facilities-based and resale basis. Aeneas's services will be available twenty-four hours a day, seven days a week.

Aeneas intends to offer both voice and data services on a facilities-based and resale basis. It will offer single and multi-line residential and small business analog and ISDN services. In addition, Aeneas will offer traditional voice services, branded long distance, primary rate interfaces ("PRI"), T1 voice and data products, and eventually xDSL services. To deploy these services, Aeneas intends to resell the services of other carriers, purchase network elements, and install its own facilities and equipment. For example, Aeneas intends to install state-of-the-art class 4 end office switches in high growth areas as its customer base grows. Aeneas also plans to install routers, DSLAMs, and splitters. Aeneas intends to offer its local and long distance services to residential customers, businesses, non-profits, Internet service providers, and governmental entities.

Aeneas will directly or through arrangements with other carriers provide those services required by TRA Rule 1220-4-8-.04(3)(b). Aeneas, upon certification and before offering

facilities-based services to the public, will file its initial tariff with the TRA setting forth the rates, charges, and regulations for its services.

Q: Will the granting of a certificate of public convenience and necessity to Aeneas serve the public interest and need?

A: Yes. The grant of a certificate of public convenience and necessity to Aeneas to provide data and voice telecommunications services within Tennessee will benefit the public. Aeneas will offer technologically advanced services that will help increase competition, expand consumer choice, lower prices, and increase development of innovative products. More important, as noted, Aeneas, which is based in Jackson, Tennessee, intends to offer these services throughout the state, with a focus on consumers in West Tennessee, smaller cities, and rural locations (to the extent permitted by law) -- areas that have not to date seen the full benefits of telecommunications competition. By providing advanced telecommunications services to such areas, Aeneas will help stimulate economic development in these areas. The foregoing demonstrates that Aeneas's Application is in the public interest.

Q: Has Aeneas filed its small and minority-owned business participation plan?

A: Yes. As a small company itself, Aeneas is committed to providing opportunities for small and minority-owned businesses in the telecommunications industry.

Q: Has Aeneas filed its Year 2000 Disclosure Statement?

A: Yes.

Q: Has Aeneas filed its toll dialing parity plan?

A: No. Aeneas will file a toll dialing parity plan sixty (60) days before commencing voice-grade local exchange service

Q: Will Aeneas offer telecommunications services in areas served by rural telcos or telephone cooperatives?

A: Aeneas seeks statewide authority to extent permitted by law. Unless otherwise permitted by federal or state law, Aeneas does not plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines, except for those that have voluntarily entered into an agreement with a competing telecommunications service provider or that have applied to provide telecommunications services in an area outside its service area existing as of June 6, 1995. Aeneas also does not plan to provide service in any area served by a telephone cooperative unless otherwise permitted by applicable federal or state law. Aeneas reserves the right to expand its services into these areas should any rulings of the TRA or any court or administrative agency allow the provision of service in such areas.

Q: Is Aeneas authorized to provide telecommunications services in any other states?

A: No. Aeneas does not have authority to provide telecommunications services in any other state. Aeneas has not applied for authority in any other state nor has it been denied authority in any other state.

Q: Who is knowledgeable about Aeneas's operations and will serve as Aeneas's contact for repair and maintenance information?

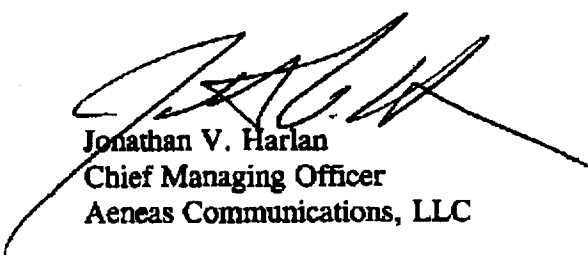
A: Tom Brewer, Aeneas's Vice President of Operations, is knowledgeable about Aeneas's operations. Mr. Brewer will possess ultimate responsibility for monitoring and overseeing the Applicant's maintenance and repair systems. In addition, for billing and customer service issues, customers may contact Donna Bogue, Customer Accounts Manager.

Q: Will Aeneas comply with all applicable statutes, rules and orders pertaining to the provision of telecommunications services in Tennessee?


A: Yes.

Q: Does this conclude your testimony?

A. Yes.


Jonathan V. Harlan
Chief Managing Officer
Aeneas Communications, LLC

Subscribed and sworn to before me this 19 th
day of July, 1999.


Notary Public
State of Tennessee
County of Madison

My Commission expires 4/22/2003